

General Mills Inc

Country: United States
 Meeting Type: AGM
 Meeting Date: 27 September 2004
 ISIN Code: US3703341046

Item	Description	Issue	TMF Vote	Mgmt Vote
1.1	Elect Director Stephen R. Demeritt	B. Directors and Remuneration	FOR	FOR
1.2	Elect Director Livio D. Desimone	B. Directors and Remuneration	WITH-HOLD	FOR
	<i>Candidate is not considered independent. There is an insufficient number of independent directors on the board (4 out of 12).</i>			
1.3	Elect Director William T. Esrey	B. Directors and Remuneration	WITH-HOLD	FOR
	<i>Candidate is not considered independent. There is an insufficient number of independent directors on the board (4 out of 12).</i>			
1.4	Elect Director Raymond V. Gilmartin	B. Directors and Remuneration	FOR	FOR
1.5	Elect Director Judith R. Hope	B. Directors and Remuneration	WITH-HOLD	FOR
	<i>Candidate is not considered independent. There is an insufficient number of independent directors on the board (4 out of 12).</i>			
1.6	Elect Director Robert L. Johnson	B. Directors and Remuneration	FOR	FOR
1.7	Elect Director Heidi G. Miller	B. Directors and Remuneration	FOR	FOR
1.8	Elect Director H. Ochoa-Brillembourg	B. Directors and Remuneration	WITH-HOLD	FOR
	<i>Candidate is not considered independent. There is an insufficient number of independent directors on the board (4 out of 12).</i>			
1.9	Elect Director Michael D. Rose	B. Directors and Remuneration	WITH-HOLD	FOR
	<i>Candidate is not considered independent (former executive). There is an insufficient number of independent directors on the board (4 out of 12).</i>			
1.10	Elect Director Stephen W. Sanger	B. Directors and Remuneration	FOR	FOR
1.11	Elect Director A. Michael Spence	B. Directors and Remuneration	WITH-HOLD	FOR
	<i>Candidate is not considered independent. There is an insufficient number of independent directors on the board (4 out of 12).</i>			
1.12	Elect Director Dorothy A. Terrell	B. Directors and Remuneration	FOR	FOR
2	Ratify Auditors	C. Auditors	ABSTAIN	FOR
	<i>KPMG LLP proposed. Non-audit fees relative to total fees paid to the auditor are above threshold. Non-audit fees (USD 1,903,000) represent slightly more than 50% of total fees paid to the audit firm (USD 3,792,000) during the year under review.</i>			
3	Establish Range For Board Size	E. Other	FOR	FOR

The proposed amendment will eliminate the existing requirement that the Board of Directors have a minimum of 12 directors. Instead, the Board would be permitted to establish the size of the Board of Directors within a range of seven to 15 members. The proposed amendments would also eliminate the existing requirement that the Executive Committee of the Board of Directors has a minimum of eight members. The proposed changes to the articles allow the board to increase in size and provide the flexibility to appoint additional independent directors.